

LAW OFFICES OF
LOUIS E. GITOMER

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

May 27, 2008

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO.

27515-B
FILED

MAY 27 '08 -4 36 PM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Consent and Agreement to Lease Collateral, a secondary document, dated as of May 5, 2008. We request that this document be given the "B" suffix of the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Consent and Agreement to Lease Collateral are:

Secured Party:

JPMorgan Chase Bank, N.A.
Baton Rouge Business Banking LPO
450 Laurel, Suite 1200
Baton Rouge, LA 70801

Borrower:

Marchand Machinery Maintenance Co.-K, L.L.C.
17877 Greenwell Springs Road
Greenwell Springs, LA 70739

Lessee:

International Mill Service, Inc. d/b/a IMS Division, Tube City-IMS
17877 Greenwell Springs Road
Greenwell Springs, LA 70739

A description of the equipment covered by the Memorandum of Consent and Agreement to Lease Collateral consists of one SW-1200 locomotive numbered RMPX 9360, to be renumbered KMMX 127.

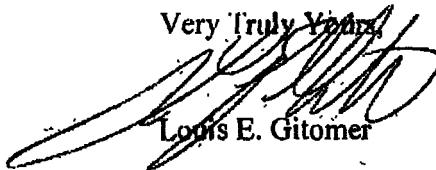
Honorable Anne K. Quinlan
May 27, 2008
Page 2

A fee of \$ 35.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, Md 21204

A short summary of the document to appear in the index follows: a Memorandum of Consent and Agreement to Lcase Collateral among JPMorgan Chase Bank, N.A., Baton Rouge Business Banking LPO, 450 Laurel, Suite 1200, Baton Rouge, LA 70801, Marchand Machinery Maintenance Co.-K, L.L.C., 17877 Greenwell Springs Road, Greenwell Springs, LA 70739, and International Mill Service, Inc. d/b/a IMS Division, Tube City-IMS, 17877 Greenwell Springs Road, Greenwell Springs, LA 70739, covering one SW-1200 locomotive numbered RMPX 9360, to be renumbered KMMX 127.

Very Truly Yours,

A handwritten signature in black ink, appearing to be "L. E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

MEMORANDUM OF CONSENT AND AGREEMENT TO LEASE COLLATERAL

Dated as of May 5, 2008

among

**JPMORGAN CHASE BANK, N.A.,
as Secured Party,**

**MARCHAND MACHINERY MAINTENANCE CO. – K, L.L.C.,
as Borrower,**

and

**INTERNATIONAL MILL SERVICE, INC. D/B/A/ IMS DIVISION, TUBE CITY-IMS,
as Lessee**

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MAY 27 '08

-4 36 PM

MEMORANDUM OF CONSENT AND AGREEMENT TO LEASE COLLATERAL**SURFACE TRANSPORTATION BOARD**

This MEMORANDUM OF CONSENT AND AGREEMENT TO LEASE COLLATERAL is made and entered into as of May 5, 2008, among JPMORGAN CHASE BANK, N.A. (Secured Party"), Baton Rouge Business Banking LPO, 450 Laurel, Suite 1200, Baton Rouge, LA 70801, MARCHAND MACHINERY MAINTENANCE CO.-K, L.L.C. ("Borrower"), 17877 Greenwell Springs Road, Greenwell Springs, LA 70739, and INTERNATIONAL MILL SERVICE, INC. D/B/A/IMS DIVISION, TUBE CITY-IMS ("Lessee"), 17877 Greenwell Springs Road, Greenwell Springs, LA 70739.

WITNESSETH


Secured Party, Borrower, and Lessee have entered into that certain Consent and Agreement to Lease Collateral dated as of May 5, 2008 by which: (1) Secured Party has agreed to the lease of one SW-1200 locomotive numbered RMPX 9360, to be renumbered KMMX 127 (the "Locomotive") from Borrower to Lessee; (2) Borrower has agreed that it shall have absolute and unconditional liability for payment and performance of all obligations, agreements and indemnities of Borrower under the Loan Documents, including, without limitation, the obligation to pay all principal and interest and other amounts due or to become due under the Loan Documents directly to Secured Party; and (3) Lessee agrees that its rights in the Locomotive are subordinate to the Loan documents and the rights and remedies of the Secured Party.

This Memorandum of Consent and Agreement to Lease Collateral may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Consent and Agreement to Lease Collateral.

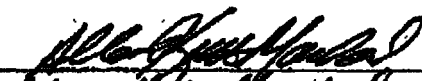
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IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Consent and Agreement to Lease Collateral to be executed as of the date first written above.

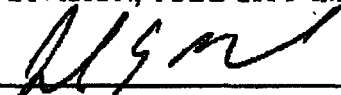
JPMORGAN CHASE BANK, N.A.

By: 
Name: Jerry W. Daniels
Title: Vice President

MARCHAND MACHINERY MAINTENANCE
CO.-K, L.L.C.

By: 
Name: Allen Keith Marchand
Title: President

INTERNATIONAL MILL SERVICE, INC.
D/B/A/IMS DIVISION, TUBE CITY-IMS

By: 
Name: JOAN E. MINIHAN
Title: ASST. SECRETARY

STATE OF LOUISIANA

)
ss.

COUNTY OF EAST BATON ROUGE)

On this 2th day of May, 2008, before me Carla B. Daigle the undersigned Notary Public, personally appeared Allen Keith Howard personally known to me to be the person who executed the within instrument as President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it:

[Seal]

Carla B. Daigle
Notary Public #66525

My commission expires:



OFFICIAL SEAL
CARLA B. DAIGLE
NOTARY PUBLIC No. 66525
STATE OF LOUISIANA
PARISH OF WEST BATON ROUGE
My commission Expires with life

STATE OF LOUISIANA)

) ss.

COUNTY OF EAST BATON ROUGE)

On this 7th day of May, 2008, before me Carla B. Daigle, the undersigned Notary Public, personally appeared Jerry W. Denicola personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it:

[Seal]

Carla B. Daigle
Notary Public #66525

My commission expires:



OFFICIAL SEAL
CARLA B. DAIGLE
NOTARY PUBLIC No. 66525
STATE OF LOUISIANA
PARISH OF WEST BATON ROUGE
My commission Expires with life

STATE OF PENNSYLVANIA)

) ss.

COUNTY OF MONTGOMERY)

On this 12th day of May, 2008, before me NANCY A. WAGNER, the undersigned Notary Public, personally appeared JOHN E. MINIHAN personally known to me to be the person who executed the within instrument as ASST. SECRETARY on behalf of the corporation therein named, and acknowledged to me that the corporation executed it:

[Seal]

My commission expires:

AUGUST 2, 2010.

Nancy A. Wagner
Notary Public

